

#13

NEW NUM 13202

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
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*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2072 RECORDATION NO. 5771

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 5771
AUG 9 1988-1 55 PM
INTERSTATE COMMERCE COMMISSION

August 9, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-222A066

Date AUG 9 1988

Fee \$ 13.00

ICC Washington, D. C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three fully executed counterparts of a Memorandum of Loading Agreement dated as of May 16, 1988, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: MidSouth Rail Corporation
111 East Capitol Street
Jackson, Mississippi 39201

ICC OFFICE OF
THE SECRETARY
AUG 9 11 46 PM '88
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 73' center partition bulkhead flatcars numbered and marked WCRC 2300 - WCRC 2399, inclusive.

Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C.T. Kappler

C. Quinlan

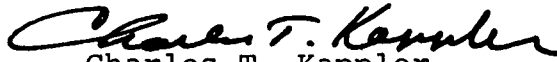
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
August 9, 1988
Page Two

Kindly return two stamped counterparts of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Loading Agreement dated as of May 16, 1988 between Greenbrier Leasing Corporation, Lessor, and MidSouth Rail Corporation, Lessee, covering 100 73' center partition bulkhead flat-cars , WCRC 2300 - WCRC 2399, inclusive.

Very truly yours,


Charles T. Kappler

Enclosures

1cc Copy

1 5771
REGISTRATION NO. _____ FINE 1880

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LOADING AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
MIDSOUTH RAIL CORPORATION ("LESSEE")

MAY 16, 1988

Memorandum of a Loading Agreement made and entered into as of May 16, 1988 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and MidSouth Rail Corporation, a Delaware corporation, ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 73' center partition bulkhead flatcars numbered and marked as follows: WCRC 2300 - WCRC 2399, inclusive.
2. The Loading Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Loading Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By:

Norris M. Webb, V.P.

MIDSOUTH RAIL CORPORATION

By:

F. H. [Signature] VP

STATE OF OREGON)
)
COUNTY OF CLACKAMAS)

On this 13th day of July, 1988, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Lochner M. Menstade
NOTARY PUBLIC

My commission expires: 5/28/90

STATE OF MISSISSIPPI)
)
COUNTY OF)

On this 26th day of JULY, 1988, before me personally appeared F. R. TURNER, to me personally known, who being by me duly sworn, says that he is V.P. of MidSouth Rail Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sylvia V. Holland
NOTARY PUBLIC

My commission expires:

My Commission Expires August 11, 1990